- 1 a promotion?
- 2 A. There's an agreed-upon budget that
- 3 Mr. Thompson and Mr. Lokting review that include
- 4 marketing expense items and some level of detail
- as to how they're broken out; for example, public
- 6 relations, advertising, support for
- 7 distribution. And they approve those budgets.
- Q. Where are the budgets derived or are
- 9 they written?
- 10 A. The Wilmington management team provides
- a recommendation which is reviewed by myself,
- 12 Ms. Hillman, and the capital area, the head of
- 13 engineering.
- 14 Q. Is it the Wilmington team then that
- puts together the budget proposal?
- 16 A. They pull together the budget
- 17 proposal. There's a review process which myself
- and Ms. Hillman take a look at it. In some cases
- there are changes based on what we feel the
- 20 market can produce, the market conditions, and
- 21 then it is sent to Mr. Thompson and Mr. Lokting
- 22 for their review.
- Q. So is your input into the budget
- 24 reviewing initially what the Wilmington team put
- 25 together?

- 1 A. Yes.
- Q. So any promotions or sales that will be
- 3 run out of the Atlantic City office would have
- 4 really been preapproved by Mr. Thompson because
- 5 he would have approved the budget?
- 6 A. Yes.
- 7 Q. Do you have any check signing authority
- 8 for expenses incurred relating to the Atlantic
- 9 City system?
- 10 A. Signing authority?
- 11 Q. Signing authority.
- 12 A. No.
- Q. Do you have any authority to approve
- expenses incurred for the Atlantic City system?
- 15 A. If it falls within the budget, but I
- 16 qenerally don't evaluate the day-to-day
- 17 operations.
- 18 Q. We were just discussing the budget a
- moment ago. Do you know if there's any mechanism
- in place of what happens when the budget is
- 21 exceeded?
- A. Exceeded as in expense?
- Q. As in expense.
- A. Well, there's a regular review process
- of which, if there's an issue in sales and/or

- 1 expense, then they will ask questions as to the
- 2 performance and ask for recommendations on what
- 3 can be done to either correct it or continue to
- 4 improve before the difference is a positive one.
- 5 Q. And you were saying they ask questions,
- 6 who is they?
- 7 A. Mr. Thompson and Mr. Lokting.
- 8 Q. So they are involved with the review
- 9 process of the budget throughout the year and not
- just the annual budgets?
- 11 A. Yes.
- 12 Q. How is it that they become involved?
- 13 A. During our meetings we provide
- 14 quarterly status reports on how we're doing in
- the major areas of the business, sales, revenue,
- 16 expenses, and cash flow.
- MR. WEBER: I would like to have this
- marked as Watson Exhibit 1. This is a one-page
- memo dated March 24, 1992, with the Bates stamp
- 20 AM 144944.
- 21 (Watson Exhibit No. 1 was
- 22 marked for identification.)
- BY MR. WEBER:
- Q. Do you recognize this memo?
- 25 A. Yes.

- 1 Q. Did you prepare it?
- 2 A. Yes.
- 3 Q. Why did you prepare this?
- A. I was new, I wanted to introduce myself
- 5 to Mr. Lokting so they knew that there was a
- 6 replacement for the previous person that they
- 7 were in touch with in marketing and sales.
- Q. You mention that you gave a brief
- 9 description of Comcast Cellular organization
- 10 changes. What were the changes?
- 11 A. The fact that Comcast had completed the
- 12 acquisition in Philadelphia, Metrophone, and the
- fact that I would be switching from Metrophone to
- 14 overall Comcast Cellular.
- 15 Q. What were the dealer agreements you
- recommended here, if you can recall?
- 17 A. I can't recall the specific
- 18 agreements. I believe it was just a general
- 19 discussion on process for getting approval for
- 20 the standard agreements.
- 21 O. Can you recall what Mr. Lokting would
- have told you about the need to get approval?
- 23 A. Send the signed documents to their
- 24 attention. And, if it's a standard agreement,
- then they generally would approve it.

- 1 Q. Previously you discussed the matter
- when United States Cellular was selling their
- 3 subscribers to Mr. Thompson. Did you play any
- 4 role in the negotiations between Mr. Thompson and
- 5 United States Cellular?
- A. Yes.
- 7 Q. What was your role?
- 8 A. Mr. Thompson and Mr. Lokting asked me
- 9 to make a recommendation on the value of these
- 10 subscribers and whether or not it was a good
- 11 business decision to move forward with the
- 12 purchase and acquisition of these subscribers
- and, if so, make a specific recommendation as to
- 14 the range that would be appropriate to pay based
- on their value at the time.
- 16 Q. Did you have any discussions with
- 17 anybody at USCC about the purchase of the
- 18 subscribers?
- 19 A. Once I was given approval to proceed
- with negotiations by Mr. Thompson and
- 21 Mr. Lokting, then I did proceed with the
- 22 appropriate contact.
- Q. Can you recall who you spoke with at
- 24 United States Cellular?
- 25 A. Yes, Dan Croft.

Q. Did anybody else participate in these

- 2 discussions?
- 3 A. Yes, Anna Hillman.
- Q. At what point did Mr. Lokting and
- 5 Mr. Thompson become involved in these
- 6 discussions?
- 7 A. Based on our recommendation that we had
- 8 felt it made good business sense to purchase
- 9 these customers, then we discussed a range of
- 10 cost per subscriber which they wanted us to
- 11 negotiate for. And we gained approval prior to
- 12 the negotiation process.
- Q. There didn't come a time where they
- 14 became reinvolved?
- 15 A. Yes. We were at a point where there
- was some specific areas, such as the chargeback
- 17 time period of which we purchased these
- 18 customers, then we would look to United States
- 19 Cellular to guarantee that they would stay on the
- 20 system. And I called to brief Mr. Thompson and
- 21 Mr. Lokting what was going on and asked their
- 22 approval for us to proceed given United States
- 23 Cellular's request.
- Q. And did they give their approval?
- 25 A. Yes.

- Q. Can you recall if the matter with U.S.
- 2 Cellular was ever discussed in any of the
- 3 quarterly meetings?
- 4 A. Yes.
- 5 Q. Did it initiate in a quarterly meeting
- and then continue through conversations
- 7 thereafter?
- A. I can't recall.
- 9 MR. WEBER: I'd like to have this
- 10 marked as Watson Exhibit 2. It is a one-page
- memo dated May 28, 1993, with the Bates stamp AM
- 12 144500.
- 13 (Watson Exhibit No. 2 was
- marked for identification.)
- 15 BY MR. WEBER:
- Q. Do you recognize this memo, sir?
- 17 A. Yes.
- Q. Did you receive it from Mr. Butz?
- 19 A. Yes.
- Q. Who is Mr. Butz?
- 21 A. Mr. Butz is a direct report of mine in
- 22 charge of the area business development.
- Q. What did you do upon receiving it?
- A. Reviewed it, took a look at the
- 25 business plan, the financial analysis that was

1 attached, made sure that it was correct in the

- 2 assumptions that were made, then forwarded it to
- 3 Mr. Thompson and Mr. Lokting.
- Q. Prior to this point, had you ever
- 5 discussed with Mr. Butz that a plan cannot be
- 6 adopted in Atlantic City without Mr. Thompson's
- 7 prior approval?
- 8 A. Yes.
- 9 Q. When he sent you this proposal, do you
- 10 know if he then wanted your review and then to
- forward it on to Mr. Thompson?
- 12 A. Yes.
- Q. Was this proposal actually then put
- 14 before Mr. Thompson?
- 15 A. Yes.
- 16 Q. Was it you that presented it to
- 17 Mr. Thompson?
- 18 A. I believe this is a case where we sent
- 19 it to him and then we had discussion either by
- telephone or at one of our meetings.
- Q. Can you recall what was said in those
- 22 discussions?
- 23 A. They were very interested in this
- 24 opportunity and wanted to know the timing, how
- 25 soon we could get it out to market based on the

- 1 positive cash flow that it would generate.
- Q. So Mr. Thompson approved of this?
- 3 A. Yes.
- 4 Q. Do the other Comcast markets offer this
- 5 same service?
- 6 A. Yes.
- 7 Q. Were they offering this service prior
- 8 to the Atlantic City market being able to offer
- 9 this service?
- 10 A. There was a phased rollout, yes.
- 11 Philadelphia was the first market to offer it.
- 12 Q. Was Atlantic City the last of the
- 13 markets?
- 14 A. I can't recall.
- Q. Can you explain what your role is in
- determining the cellular rates for Comcast in
- 17 general right now?
- 18 A. I think it's to evaluate the
- 19 competitive nature of the marketplace, to look to
- 20 maximize the pricing opportunity in the
- 21 marketplace, and put forward recommendations to
- 22 Mr. Thompson and Mr. Lokting, if required, to
- make changes.
- Q. Is the only difference between the way
- you propose rates for Atlantic City and propose

1 rates for another Comcast market the fact that

- 2 you have to go before Mr. Thompson with Atlantic
- 3 City?
- A. There are some competitive differences
- 5 in every market. And we look at each market
- 6 differently, but Atlantic City is different in
- 7 that we cannot make pricing changes without
- 8 approval from Mr. Thompson.
- 9 MR. WEBER: I'd like to have this
- 10 marked as Watson Exhibit 3. It's a one-page
- letter with attachments dated June 23, 1993, with
- Bates stamps running AM 143779 sequentially
- 13 through 143785.
- 14 (Watson Exhibit No. 3 was
- marked for identification.)
- BY MR. WEBER:
- Q. Do you recognize this letter and the
- 18 attachments?
- 19 A. Yes.
- Q. Did you send this letter to
- 21 Mr. Lokting?
- 22 A. Yes.
- Q. And did the attachment go with the
- 24 letter?
- 25 A. Yes.

1 (	) .	Who	is	Joan	LoPrete?

- A. At the time she was the director of
- 3 marketing and sales for the Wilmington -- local
- 4 Wilmington management team.
- Q. Was there any interaction between you
- and either Mr. Lokting or Mr. Thompson on the
- 7 recommended new rate plan?
- A. I believe, at one of the quarterly
- 9 meetings, they asked questions as to the
- 10 competitive nature, why was there a need for a
- 11 change, and we described the competitive
- 12 condition that existed.
- Q. Would this letter have gone out then
- before a quarterly meeting?
- 15 A. I believe so.
- Q. And what were Mr. Lokting and
- 17 Mr. Thompson told about the competitive nature of
- 18 the market?
- 19 A. A competitor had introduced new
- corporate pricing into the marketplace and we
- 21 were not competitive.
- Q. What did either Mr. Thompson or
- 23 Mr. Lokting have to say about that?
- A. They wanted to verify the pricing from
- our competitor which we did and based on that

- they approved it, the pricing proposal.
- Q. Have they ever rejected a rate plan
- 3 that you proposed?
- 4 A. It hasn't happened that often. So, on
- 5 a couple of occasions that we've done it, no.
- 6 Q. Currently the Atlantic City system has
- 7 a different rate plan than the other Comcast
- 8 markets in that same geographical area?
- 9 A. I'm not quite sure what you mean.
- 10 Q. Do Atlantic City and Wilmington have
- 11 different rate plans?
- 12 A. Yes.
- Q. Do Atlantic City and Dover have
- 14 different rate plans?
- 15 A. Yes.
- Q. Do Atlantic City and Philadelphia have
- 17 different rate plans?
- 18 A. Yes.
- 19 Q. Do Atlantic City and Mercer have
- 20 different rate plans?
- 21 A. Yes.
- Q. I'm missing a Comcast market in that
- 23 area.
- MR. GURMAN: Long Branch.
- BY MR. WEBER:

- Q. Do Atlantic City and Long Branch have
- 2 different plans?
- 3 A. Yes.
- Q. Do any of those Comcast markets we've
- just named, Wilmington, Dover, Philadelphia,
- 6 Mercer, Long Branch, do any of them have
- 7 identical rate plans?
- 8 A. There's a wide variety of rate plans.
- 9 There probably are a couple that are similar
- 10 within the Philadelphia, Wilmington, Atlantic
- 11 City area due to the fact there's a common
- 12 competitor in that region.
- Q. Do you have any input into the
- 14 developing of roaming rates?
- A. Roaming rates to the end user?
- Q. Yes, to the roamer and the market.
- 17 When a foreign subscriber is going through a
- 18 Comcast or the Atlantic City market, do you have
- any input into the developing of what rates that
- 20 roamer will be charged?
- 21 A. No.
- MR. GURMAN: Could we go off the record
- 23 for a moment.
- 24 (Discussion off the record.)
- MR. WEBER: Back on the record.

1	RY	MR	WEBER:
<del></del>	<u> </u>	T.TT.	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,

- Q. Once again, on Watson Exhibit 3, you
- 3 state in the first sentence that the Wilmington
- 4 management team has recommended a pricing change
- 5 in the Atlantic City market. Can you tell us why
- 6 the Wilmington team is proposing changes for
- 7 Atlantic City?
- 8 A. I asked them to prepare this based on
- 9 their information to me that there was a new
- 10 competitive offering in the marketplace.
- 11 MR. WEBER: I'd like to have this
- marked as Watson Exhibit 4. It is a five-page
- document with a cover letter dated July 6, 1994,
- with an attached letter with Bates stamps running
- 15 143699 sequentially through 143703.
- 16 (Watson Exhibit No. 4 was
- marked for identification.)
- BY MR. WEBER:
- 19 Q. Do you recognize this letter and the
- 20 attachments?
- 21 A. Yes.
- Q. Did you receive it from Mr. Lokting?
- 23 A. Yes.

ĺ

- Q. Did you send the attached letter to
- 25 Mr. Thompson through Mr. Lokting?

- A. Yes.
- Q. Was there any other interaction or
- discussions between you and either Mr. Lokting or
- 4 Mr. Thompson regarding the recommended new rate
- 5 plan?
- 6 A. I believe there was a phone call
- 7 between Mr. Lokting and myself.
- 8 O. Can you recall what was discussed?
- 9 A. The genesis for the new rate plan was
- we were selling more corporate plans than we
- intended and we were seeking to find ways to
- increase revenue on a per subscriber basis. And
- we asked the Wilmington management team to put
- 14 forward a recommendation that could achieve
- 15 that. And they put together a recommendation and
- 16 I thought it had merit and would give us the
- opportunity to increase revenue and thus
- 18 forwarded it to Mr. Thompson and Mr. Lokting.
- 19 Q. Can you recall any comments Mr. Lokting
- 20 had?
- 21 A. I believe he was asking about the
- 22 detail of the types of features that would be
- 23 included and just asking for more description of
- 24 the offer.
- Q. Is there a reason why you are the

person who was in contact with Mr. Lokting and

- 2 not somebody from the Wilmington team if the
- 3 Wilmington team is the team revising new\_rates?
- A. I believe just trying to keep it as
- simple as possible the number of people keeping
- in touch and presenting ideas.
- 7 MR. WEBER: I'd like to have this
- 8 marked as Watson Exhibit 5. It's a one-page memo
- 9 with attachment dated December 2, 1993, with
- 10 Bates stamps AM 145659 and 145660.
- 11 (Watson Exhibit No. 5 was
- marked for identification.)
- BY MR. WEBER:
- Q. Do you recognize this memo?
- 15 A. Yes.
- Q. Did you receive it from Mr. Villecco?
- 17 A. Yes.
- 18 Q. Did you take any action after receiving
- 19 it?

1

- 20 A. I drafted a -- I believe a request to
- 21 Mr. Lokting and Mr. Thompson asking for
- 22 reconsideration of additional cell sites given
- the changing nature of the marketplace.
- Q. And did you then send that letter to
- 25 Mr. Lokting and Mr. Thompson?

- 1 A. Yes.
- Q. And then what occurred?
- A. They approved it.
- 4 Q. Has Mr. Thompson ever rejected a
- 5 proposal you have put in front of him? We
- 6 mentioned rate proposals previously, but just
- 7 proposals in general?
- A. They've rejected capital proposals,
- 9 yes.
- 10 Q. Can you give us examples or describe
- 11 this more fully?
- 12 A. Well, this was a good one. In this
- example we wanted to -- we put forward a
- 14 recommendation for a capital build. And at the
- meeting they rejected our recommendation and
- wanted to build less than our recommendation. So
- 17 I saw the changing nature of the marketplace, we
- were beginning to sell dramatically more
- 19 portables than before that obviously are less
- 20 powerful than mobile units.
- This was happening on a region-wide
- 22 basis; New York, where we get a lot of our
- 23 foreign roaming business, the same thing was
- 24 happening. And I strongly felt our competitive
- 25 position was in jeopardy because of the grade of

1	service that we were provide	ling. So, thus, I
2	wrote the letter to Mr. Lok	ting and Mr. Thompson.
3	MR. WEBER: Thank	you, sir, I have no
4 .	further questions.	
5	MR. GURMAN: I ha	ave no questions.
6	(Thereupon, at 3:	:15 p.m., the taking of
7	the instant deposition ceas	sed.)
8	•	
9		D. n. Wr_
10	Si	ignature of the Witness
11		
12	SUBSCRIBED AND SWORN to bef	fore me this
13	day of	$O_2$ . $+$ , $1$
14	June 16, 1995 , 19	· Kable A. Mostor
15		Notariel Seal Elizabeth A. Mital, Notary Public Tredyffrin Twp., Chester County My Commission Expires Nov. 3, 1997
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TO:

Art Block

DATE:

March 24, 1992

FROM:

Dave Watson

COPIES TO:

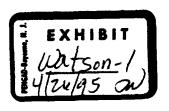
SUBJECT:

March 24. 1992 Conversation with David Lokting

The following represents a conversation which was held with David Lokting on March 24, 1992, at 3:00 p.m.

- Introduced myself and gave a brief description of Comcast Cellular organization changes.
- Described dealer agreements recommended by local Atlantic City management.
- Told Lokting that I would forward these agreements to his attention for their review.

Wetson/memol.sj



AM 144944

May 28, 1993

To:

A. Hillman

D. Watson

cc:

R. Dombroski

M. Gladding

J. Smith

From:

G. Butz

G. BUEZ JAF.

.Re:

filling

Directory Assistance Business - Atlantic City

Attached is the business case analysis of the "\* 411" Directory Assistance service for Atlantic City. As reflected in the attached financial analysis, the service is expected to generate positive operating cashflow in 1993 as well as all subsequent years. Therefore, we are recommending deployment of the service. I have outlined a few of the major points below as well as included a more detailed description of the service and financial projections.

The service is <u>superior</u> to the competitive offering and provides for substantial product differentiation. The cost for the directory assistance information will be slightly higher than the current rate paid to Bell Atlantic. However, the partnership will provide an enhanced service, the software provides greater functionality and customers will be directly connected at no additional fee.

Comcast will be providing the service. By bringing the directory assistance service in-house, everyone will experience a positive impact financially.



Jampast Deliular Jammunications, no 480 East Swedesford Road Wayne, PA 19087-1867 215 975-5000





June 23, 1993

David Lokting, Esq. Stoll, Stoll, Berne & Lokting 209 SW Oak Street, Suite 500 Portland, OR 97204

Dear David:

The Wilmington management team has recommended a pricing change in the Atlantic City market. They are proposing to create a new corporate rate that would be competitive with BAMS and would protect them from low usage customer segments.

The proposed plan is presented in the second page of their request. The proposed plan would have a per phone access charge of \$19.95 and would include some peak and off-peak minutes (30/30). Given the competitive issue and the low usage protection, I feel the proposed plan is a necessary addition to the Atlantic City rate structure.

If you have any questions, feel free to call me or just initial your approval and send back to my attention.

Sincerely,

Dah WA

David N. Watson Vice President Marketing & Sales

DNW/rb

Enclosure

cc: Jeff Smith
Anna Hillman

LATSON-3 14/24/95 on

# CELLULARONE

Boulden Interchange Park 18 Boulden Circle, Suite 24 New Castle, Delaware 19720 302) 328-4400 FAX (302) 328-6060

To:

Dave Watson

From: Date:

Joan LoPrete () 7
June 16, 1993

Subject:

Ultra Plan Rate Change

Due to the amount of financial exposure we have with the Ultra Plan at low usage levels, we are proposing the replacement of the Ultra Plan with three new plans. Two plans will be for the Wilmington/Dover markets and the third plan will be for Atlantic City.

Please review the attached analysis and provide comments and/or approval for Wilmington/Dover and obtain approval from Ellis Thompson. Contact me if you have questions.

Wilmington/Dover Plan 1	Current Ultra Plan	BAMS Plan	Proposed Plan
Account Access	\$120	\$125	\$125
Phone Access	N/A	\$19.95	<b>\$</b> 19.95
Peak Rate	39¢	35¢	36¢
Off-Peak Rate	24¢	19¢	16¢
Free Peak MOU's	N/A	50	50
Free Off-Peak MOU's	N/A	15	15

The proposed plan is the same as Metrophone's Professional Plan, allowing us to accomplish the following:

- 1. Generate up to 291% more revenue at low usage levels.
- 2. Generate revenue consistent with BAMS at all usage levels.
- 3. Generate 5.7% more revenue monthly from current Ultra Plan subscribers.
- 4. Attain an additional level of continuity between Comcast Cellular One markets for the benefit of a Corporate account.

To: Dave Watson - From: Joan LoPrete

Date: June 6, 1993 - page 2

Wilmington/Dover Plan 2	Current Plan	BAMS Plan	Proposed Plan
Account Access	N/A	\$250	. \$250
Phone Access	N/A	\$19.95	\$19.95
Peak Rate	N/A	32¢	- 33¢
Off-Peak Rate	N/A	16¢	15¢
Free Peak MOU's	N/A	60	60
Free Off-Peak MOU's	N/A	20	. 25

We do not currently have a plan that matches BAMS' Annual Corporate Account Plan II. The proposed plan is the same as Metrophone's Capital Plan allowing us to remain competitive and maintain consistency between Comcast Cellular One Corporate account offerings.

Atlantic City Plan 3	Current Ultra Plan	BAMS Plan	Proposed Plan
Account Access	\$120	\$120	\$120
Phone Access	N/A	\$19.95	\$19.95
Peak Rate	39¢	35¢	36¢
Off-Peak Rate	24¢	22¢	16¢
Free Peak MOU's	N/A	30	30
Free Off-Peak MOU's	N/A	30	30

BAMS only has one annual Corporate Account Plan in Atlantic City, and it is different than their Philadelphia/Delaware pricing. The proposed plan is a combination of Metrophone and BAMS' rates, allowing us to accomplish the following:

- 1. Generate 18% more revenue at the average 90 MOU level than if we matched Metrophone's Professional Plan in Atlantic City.
- 2. Generate up to 288% more revenue at low usage levels.
- 3. Generate revenue consistent with BAMS at all usage levels.
- 4. Attain some level of continuity with Metrophone and Wilmington/Dover by offering the same peak and off-peak rates.

cc: Charles Moir
Anna Hillman
John Moerman

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